

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Alexandria Division**

In re

VIJAY K. TANEJA, *et al.*,  
  
Debtors.

Case No. 08-13293-SSM  
  
(Jointly Administered)

**CONSENT ORDER ON TRUSTEE'S MOTION  
TO ASSUME EXECUTORY CONTRACT**

THIS MATTER came before the Court on October 27, 2009 upon the motion ("Motion") of H. Jason Gold, chapter 11 trustee ("Trustee") for the estate of Taneja Center, Inc. ("TCI"), to assume an executory contract with Urban Engineering & Associates, Inc. and the objections of Virginia Commerce Bank ("VCB"), SGA Architects, Inc. ("SGA") and the Official Committee of Unsecured Creditors ("Committee") thereto, it appearing to the Court that the parties have resolved their dispute as set forth below; and

The Court further finds, because of the Creditors Committee's consent to the entry of this Order, and the consent of the primary secured creditor Virginia Commerce Bank, and of the primary unsecured creditor, SGA, that no further notice of the entry of this Consent Order is required.

**IT IS HEREBY ORDERED:**

1. The real property located at 42530 Tall Cedar Parkway, Chantilly Virginia 20152 ("Tall Cedar Property") will be marketed for sale by a commercial real estate broker to be selected by VCB with the approval of the Trustee, in consultation with the Committee and SGA, through May 31, 2010 ("Termination Date").

2. The current approved site plan for the Tall Cedar Property and the related cash bond posted by TCI in the amount of \$726,000 with Loudoun County, Virginia (“Bond”), shall remain in place until the Termination Date, unless earlier replaced or released pursuant to paragraph 4 below.

3. In the event that a sale of the Tall Cedar Property to a third party purchaser has not closed prior to the Termination Date, Virginia Commerce Bank shall replace the Bond with either a letter of credit or another cash bond, whichever is acceptable to Loudoun County, so that the Bond is released and the Bond proceeds are paid to the estate of TCI not later than the Termination Date.

4. In the event that a sale of all or a portion of the Tall Cedar Property to a third party purchaser closes prior to the Termination Date, said purchaser shall be obligated to either obtain a release of or replace the Bond as a condition to closing, so that the Bond is released and the Bond proceeds are paid to the estate of TCI not later than the date of closing of such sale.

5. The automatic stay is modified to permit Virginia Commerce Bank to foreclose on the Tall Cedar Property (or any remaining unsold portion thereof) at any time after the Termination Date.

6. Any deficiency claim of VCB arising out of the foreclosure or other sale or disposition of the Tall Cedar Property shall be capped at, and shall not exceed, \$1.5 million.

Dated: October \_\_, 2009

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Stephen S. Mitchell  
United States Bankruptcy Judge

**SEEN AND AGREED:**

WILEY REIN LLP  
7925 Jones Branch Drive, Suite 6200  
McLean, Virginia 22102  
(703) 905-2800

By: /s/ Valerie P. Morrison  
Valerie P. Morrison, Va. Bar No. 24565  
Rebecca L. Saitta, Va. Bar No. 65408

*Counsel to the Chapter 11 Trustee*

**SEEN AND AGREED:**

MILES & STOCKBRIDGE  
1751 Pinnacle Drive  
Suite 500  
McLean VA 22102-4903  
(703) 610-8664

By: /s/ Brian F. Kenney (by VPM w/authorization)  
Brian F. Kenney, Va. Bar No. 23199

*Counsel to Virginia Commerce Bank*

**SEEN AND AGREED:**

MCGUIRE WOODS LLP  
1750 Tysons Boulevard, Suite 1800  
McLean, Virginia 22102-4215  
(703) 712-5000

By: /s/ Lawrence E. Rifken (by VPM w/authorization)  
Lawrence E. Rifken, Va. Bar No. 29037

*Counsel to the Official Committee of Unsecured Creditors*

**SEEN AND AGREED:**

TENENBAUM & SAAS, P.C.  
4504 Walsh Street, Suite 200  
Chevy Chase, Maryland 20815  
(301) 986-1224

By: /s/ Bradshaw Rost (by VPM w/authorization)  
Bradshaw Rost, Va. Bar No. 27134

*Counsel to SGA Architects, Inc.*

CERTIFICATE PURSUANT TO LOCAL BANKRUPTCY RULE 9022-1(C)

I hereby certify that all necessary parties have endorsed this Order.

/s/ Valerie P. Morrison  
Valerie P. Morrison

LIST OF PARTIES TO RECEIVE NOTICE OF ENTRY  
PURSUANT TO LOCAL RULE 9022-1

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